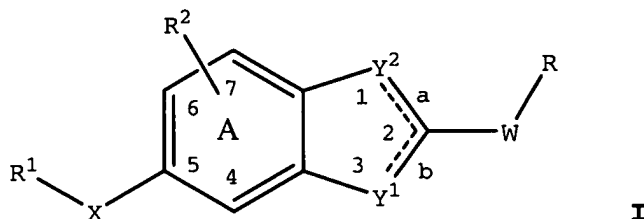


AMENDMENTS

Applicants request entry of the below amendments in order to place the claims in better form for appeal.

This listing of claims replaces all previous listings:

1. (Currently amended) A compound of Formula I



wherein W and X are is independently selected from O, S(O)_n and NR⁴;

X is O;

wherein Y¹ is N, Y² is O, dashed line "a" is absent and dashed line "b" indicates a bond;

wherein ring A is phenyl;

wherein R is selected from

- a) substituted or unsubstituted 6-10 membered aryl, or
- ~~b) substituted or unsubstituted 5-6 membered heterocyclyl,~~
- ~~c) substituted or unsubstituted 9-14 membered fused heterocyclyl,~~
- ~~d) b) substituted or unsubstituted cycloalkyl, and~~
- ~~e) substituted or unsubstituted cycloalkenyl,~~

wherein substituted R is substituted with one or more substituents independently selected from halo, -OR³, -SR³, -CO₂R³, -C(O)NR³R³, -C(O)R³, -NR³R³, oxo, -OC(O)R³, -SO₂R³, -SO₂NR³R³, -NR³C(O)OR³, -NR³C(O)R³, -NR³C(O)NR³R³, optionally substituted cycloalkyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, and lower alkyl substituted with R⁵;

wherein R¹ is ~~selected from~~

- ~~a) substituted or unsubstituted 6-10 membered aryl,~~
- ~~b) substituted or unsubstituted 4-6 membered heterocyclyl,~~

~~e) substituted or unsubstituted 9-14 membered fused heterocyclyl
quinoliny,~~

~~d) substituted or unsubstituted arylalkyl, and~~

~~e) substituted or unsubstituted heterocyclylalkyl,~~

~~where substituted R¹ is substituted with one or more substituents
selected from halo, —OR³, —SR³, —SO₂R³, —CO₂R³, —C(O)NR³R³,
—C(O)R³, —NR³R³, —SO₂NR³R³, —NR³C(O)OR³, —NR³C(O)R³, optionally
substituted 3-6 membered heterocyclyl, optionally
substituted phenyl, alkylaminoalkoxyalkoxy, nitro, cyano,
oxo, lower alkyl substituted with R⁵,~~

wherein R² is ~~one or more substituents independently selected from H,
halo, —OR³, —SR³, —CO₂R³, —C(O)NR³R³, —C(O)R³, —NR³R³, —SO₂R³, —SO₂NR³R³,
—NR³C(O)OR³, —NR³C(O)R³, —NR³C(O)NR³R³, optionally substituted
cycloalkyl, optionally substituted 4-6 membered heterocyclyl,
optionally substituted phenyl, cyano, alkylaminoalkoxy,
alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R⁵,
lower alkenyl substituted with R⁵, and lower alkynyl substituted
with R⁵;~~

wherein R³ is independently selected from H, lower alkyl, lower
aminoalkyl, lower alkylaminoalkyl, optionally substituted phenyl,
optionally substituted 3-6 membered heterocyclyl, optionally
substituted C₃-C₆-cycloalkyl, optionally substituted phenylalkyl,
optionally substituted 3-6 membered heterocyclylalkyl, optionally
substituted C₃-C₆ cycloalkylalkyl, and lower haloalkyl;

wherein R⁴ is independently selected from H, and lower alkyl; and

wherein R⁵ is one or more substituents independently selected from H,
halo, —OR³, —SR³, —CO₂R³, —C(O)NR³R³, —C(O)R³, —NR³R³, —SO₂R³, —SO₂NR³R³,
—NR³C(O)OR³, —NR³C(O)R³, —NR³C(O)NR³R³, optionally substituted
cycloalkyl, ~~optionally substituted 4-6 membered heterocyclyl,~~
optionally substituted phenyl, cyano, alkylaminoalkoxy,
alkylaminoalkoxyalkoxy, and nitro, lower alkyl, lower alkenyl and
lower alkynyl;

and enantiomers, diastereomers, pharmaceutically acceptable salts and
solvates thereof;

~~provided R¹ is not benzyl when X is O, W is NH, Y² is O, Y¹ is N and R
is 4-(diethylaminoethoxy)phenyl.~~

2. (Canceled)

3. (Canceled)

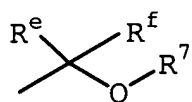
4. (Canceled)

5. (Canceled)

6. (Canceled)

7. (Canceled)

8. (Currently Amended) Compound of Claim 1 wherein R is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, ~~substituted or unsubstituted 5-6 membered heteroaryl, and C₃₋₆-cycloalkyl, and substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,~~ wherein substituted R is substituted with one or more substituents independently selected from halo, -OR³, oxo, -SR³, -SO₂R³, -CO₂R³, -C(O)NR³R³, -C(O)R³, -NR³R³, -NH(C₁-C₄ alkylenylR³), -(C₁-C₄ alkylenyl)NR³R³, -SO₂NR³R³, -NR³C(O)OR³, -NR³C(O)R³, amino-C₁-C₆-alkyl, C₁-C₆-alkylamino-C₁-C₆-alkyl, C₁-C₆-alkylamino-C₁-C₆-alkoxy, C₁-C₆-alkylamino-C₁-C₆-alkoxy-C₁-C₆-alkoxy, optionally substituted 5-6 membered heterocyclylcarbonylalkyl, C₁₋₄-alkoxycarbonylamino-C₁₋₆-alkyl,

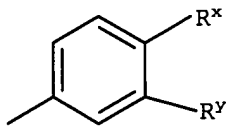


, optionally substituted C₄₋₆-cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C₁₋₆-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C₁-C₆-alkylenyl, 5-6 membered heterocyclyl-C₂-C₆-alkenylenyl, C₁₋₄-alkyl, cyano, C₁₋₄-hydroxyalkyl, nitro and C₁₋₄-haloalkyl; wherein R^e and R^f are independently selected from H and C₁₋₂-haloalkyl; wherein R⁷ is selected from H, C₁₋₃-alkyl, optionally substituted phenyl-C₁₋₃-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C₁-C₃-alkyl, C₁₋₃-alkoxy-C₁₋₂-alkyl and C₁₋₃-alkoxy-C₁₋₃-alkoxy-C₁₋₃-alkyl.

9. (Currently Amended) Compound of Claim 1 wherein R is a substituted or unsubstituted ring selected from phenyl, indanyl, tetrahydronaphthyl, naphthyl, and cyclohexyl, ~~indazolyl, indolyl, 2,1,3-benzothiadiazolyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1-oxo-1,2,3,4-tetrahydro-isoquinolyl, 2,3-dihydro-1,1-dioxo-benzo[d]isothiazolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, 2,3-dihydro-benzofuryl, benzedioxolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, 1,2,3,4-tetrahydro-isoquinolyl, tetrahydroquinolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzedioxanyl and quinazolinyl,~~ wherein substituted R is substituted with 1-3 substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, hydroxy, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, methylpiperazinylmethyl, isopropyl-piperazinylmethyl, methylpiperazinylpropyl, morpholinylpropyl, methylpiperidinylmethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidinylethyl, piperidinylmethyl, piperidinylpropyl, 1-methylpyrrolidinylmethyl, pyrrolidinylpropyl, methylsulfonyl, methylcarbonyl, piperidinylmethylcarbonyl, methylpiperazinylcarbonylethyl, methoxycarbonyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, hydroxybutyl, difluoromethoxy, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminopropyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, 1-methylpiperidin-4-yloxy, piperidin-4-yloxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazinylethoxy, 4-isopropylpiperazinylethoxy, piperidin-4-methoxy, 4-methylpiperidin-1-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 1-methylpyrrolidin-3-

ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, isopropoxy, methoxy and ethoxy.

10. (Original) Compound of Claim 1 wherein R is



wherein R^x is selected from bromo, chloro, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, difluoromethoxy, isopropoxy, methoxy and ethoxy; and wherein R^y is selected from 4-methylpiperazinylsulfonyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 4-methylpiperazinylpropyl, 4-isopropylpiperazinylmethyl, 4-methylpiperidinylmethyl, 4-aminopiperidinylmethyl, 4-methylamino-piperidinylmethyl, 4-dimethylamino-piperidinylmethyl, 3-dimethylaminopyrrolidin-1-ylmethyl, 1-methylpyrrolidin-2-ylmethyl, dimethylaminoethyl, dimethylaminoethoxy, piperidinylethoxy, morpholinylethoxy, 4-methylpiperazinylethoxy, 4-isopropylpiperazinylmethoxy, piperidin-4-methoxy, 4-methylpiperidin-1-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-(N,N-dimethylamino)acetyl amino and 2-(N,N-dimethylamino)ethyl amino.

11. (Canceled)

12. (Original) Compound of Claim 1 wherein R^1 is a substituted or unsubstituted ~~ring selected from pyrazolyl, triazolyl, pyridyl, pyrimidinyl, triazinyl, pyridazinyl, substituted phenyl, indazolyl, indolyl, isoindolyl, quinolinyl ring, isoquinolinyl, benzotriazolyl, benzo[1,3]dioxolyl, , pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-~~

~~pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3-b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinolyl, naphthyridinyl and quinoxalinyl,~~ wherein substituted R¹ is substituted with one or more substituents independently selected from halo, hydroxy, C₁₋₃-alkyl, C₁₋₂-alkoxy, C₁₋₂-alkoxy-C₁₋₂-alkoxy, optionally substituted 5-6 membered heterocyclyl-C₁₋₂-alkoxy, amino, C₁₋₂-alkylamino, aminosulfonyl, -NR³C(O)OR³, -NR³C(O)R³, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, nitro, cyano, C₁₋₂-alkylamino-C₁₋₂-alkoxy, C₁₋₂-alkylamino-C₁₋₂-alkyl, C₁₋₂-alkylamino-C₂₋₃-alkylamino, C₁₋₂-hydroxyalkyl, C₁₋₂-aminoalkyl, and C₁₋₂-haloalkyl.

13. (Original) Compound of Claim 1 wherein R¹ is a substituted or unsubstituted ~~ring selected from 4-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, phenyl, 5-indazolyl, 4-quinolyl ring, indolyl, isoindolyl, benzotriazolyl, benzo[1,3]dioxolyl, pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3-b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, pyrrolo[2,3-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, and 4-quinoxalinyl,~~ wherein substituted R¹ is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, methoxyethoxy, amino, methylamino, ethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, dimethylaminoethoxy, piperidinylmethoxy, piperdin-1-ylethoxy, morpholinoethoxy, pyrrolidin-1-ylethoxy, 4-methylpiperazin-1-ylethoxy, dimethylaminoethylamino, dimethylaminopropylamino, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, aminocarbonyl, nitro, trifluoromethyl, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, and optionally substituted phenyl.

14. (Canceled)

15. (Original) Compound of Claim 1 wherein R² is one or more substituents independently selected from H, chloro, fluoro, bromo,

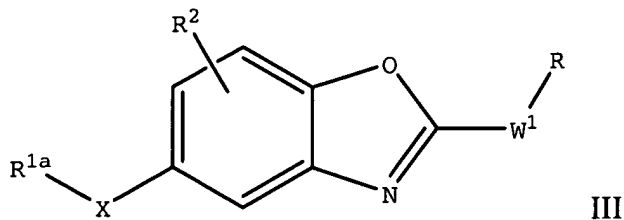
~~hydroxy, methoxy, ethoxy, trifluoromethoxy, amino, dimethylamino, aminosulfonyl, carboxymethyl, cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl and, nitro, propenyl, propynyl, trifluoromethyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl.~~

16. (Original) Compound of Claim 1 wherein R^2 is H; wherein R^3 is selected from H, C_{1-4} -alkyl, phenyl, phenyl- C_{1-4} -alkyl, 4-6 membered heterocyclyl, 4-6 membered heterocyclyl- C_{1-3} -alkyl, C_3 - C_6 cycloalkyl and C_{1-2} -haloalkyl.

17. (Original) Compound of Claim 1 wherein R^4 is independently selected from H, C_{1-3} -alkyl, phenyl, 5-6 membered heterocyclyl, C_5 - C_6 cycloalkyl, and C_{1-3} -haloalkyl.

18. to 44. (Canceled)

45. (Currently amended) Compound of Formula III



wherein W^1 is NH, and X are independently is O or NH;
 wherein R is selected from

- a) substituted or unsubstituted 6-10 membered aryl, or
- ~~b) substituted or unsubstituted 5-6 membered heterocyclyl,~~
- ~~c) substituted or unsubstituted 9-13 membered fused heterocyclyl,~~
~~and~~
- d) substituted or unsubstituted cycloalkyl,

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, oxo, $-OC(O)R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro and lower alkyl substituted with R^6 ;

wherein R^{1a} is selected from unsubstituted or substituted ~~9-or-10-~~
~~membered fused nitrogen-containing heteroaryl~~ quinolinyl, and where substituted R^{1a} is substituted with one or more substituents selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, cyano, oxo, and lower alkyl substituted with R^6 ;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, nitro, and lower alkyl substituted with R^6 ;

wherein R^3 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3 - C_6 -cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3 - C_6 cycloalkylalkyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

and

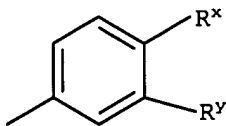
wherein R^6 is one or more substituents independently selected from H, halo, ~~$-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$~~ , optionally substituted cycloalkyl, ~~optionally substituted 4-6 membered heterocyclyl~~, optionally substituted phenyl, cyano, alkylaminoalkoxy and nitro; enantiomers, diastereomers and pharmaceutically acceptable salts and solvates thereof.

46. (Original) Compound of Claim 45 wherein R is a substituted or unsubstituted ring selected from phenyl, indanyl, tetrahydronaphthyl, naphthyl, and cyclohexyl, ~~indazolyl, indolyl, 2,1,3-benzothiadiazolyl,~~

~~isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1-oxo-1,2,3,4-tetrahydro-isoquinolyl, 2,3-dihydro-1,1-dioxo-benzo[d]isothiazolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, 2,3-dihydro-benzofuryl, benzedioxolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, 1,2,3,4-tetrahydro-isoquinolyl, tetrahydroquinolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzedioxanyl and quinazolinyl, wherein substituted R is substituted with 1-3 substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, hydroxy, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholin-4-ylmethyl, 4-methylpiperazin-1-ylmethyl, 4-isopropylpiperazin-1-ylmethyl, 4-methylpiperazin-1-ylpropyl, morpholin-4-ylpropyl, methylpiperidinylmethyl, morpholin-4-ylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidinylethyl, piperidinylmethyl, piperidinylpropyl, 4-(dimethylaminoethyl)piperazin-1-ylmethyl, 1-methylpyrrolidinylmethyl, pyrrolidinylpropyl, methylsulfonyl, methylcarbonyl, piperidinylmethylcarbonyl, methylpiperazinylcarbonylethyl, methoxycarbonyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, hydroxybutyl, difluoromethoxy, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminopropyl, dimethylaminoethoxy, diethylaminoethoxy, 4-chlorophenoxy, phenyloxy, 1-methylpiperdin-4-yloxy, piperdin-4-yloxy, piperidinylethoxy, morpholin-4-ylethyloxy, 4-methylpiperazin-1-ylethoxy, 4-isopropylpiperazinylethoxy, piperdin-4-ylmethoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpiperdin-4-ylmethoxy, 1-isopropylpiperdin-4-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 1-pyrrolidinylmethoxy, 1-pyrrolidinylethoxy, 1-methylpyrrolidin-3-~~

ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-tetrahydrofurylmethoxy, isopropoxy, methoxy and ethoxy.

47. (Original) Compound of Claim 45 wherein R is



wherein R^x is selected from bromo, chloro, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, difluoromethoxy, isopropoxy, methoxy and ethoxy; and wherein R^y is selected from H, 4-methylpiperazinylsulfonyl, trifluoromethyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 3-dimethylaminopyrrolidin-1-ylmethyl, 4-methylpiperazinylpropyl, 4-isopropylpiperazinylmethyl, 4-methylpiperidinylmethyl, 4-aminopiperidinylmethyl, 4-methylamino-piperidinylmethyl, 4-dimethylamino-piperidinylmethyl, 1-methylpyrrolidin-2-ylmethyl, dimethylaminoethyl, dimethylaminoethoxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazin-1-ylethoxy, 4-(dimethylaminoethyl)piperazin-1-ylmethyl, 4-isopropylpiperazinylmethoxy, piperdin-4-ylmethoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpiperdin-4-ylmethoxy, 1-isopropylpiperdin-4-ylmethoxy, 1-pyrrolidinylmethoxy, 1-pyrrolidinylethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-tetrahydrofurylmethoxy, diethylaminoethoxy, 2-(N,N-dimethylamino)acetyl amino and 2-(N,N-dimethylamino)ethyl amino.

48. (Original) Compound of Claim 45 wherein R^{1a} is a substituted or unsubstituted ~~ring selected from 6-indazolyl, 4-quinolyl ring, indolyl, isoindolyl, benzotriazolyl, benzo[1,3]dioxolyl, pyrrolo[2,3-~~

~~d~~pyrimidin-4-yl, ~~2-oxo-1,3-dihydro-pyrrolo[2,3-~~d~~~~pyridin-4-yl, pyrazolo[2,3-~~b~~pyridin-4-yl, imidazo[4,5-~~b~~pyridin-4-yl, ~~pyrrolo[2,3-~~b~~~~pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, and 4-quinazolinyl, wherein substituted R^{1a} is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, methoxyethoxy, amino, methylamino, ethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, dimethylaminoethoxy, piperidinylmethoxy, piperidin-1-ylethoxy, morpholinoethoxy, pyrrolidin-1-ylethoxy, 4-methylpiperazin-1-ylethoxy, methylaminocarbonyl, 1-pyrrolidinylbutylaminocarbonyl, dimethylaminoethylamino, dimethylaminopropylamino, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, aminocarbonyl, nitro, trifluoromethyl, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, and optionally substituted phenyl.

49. (Original) Compound of Claim 45 wherein R² is H or Cl.

50. (Currently amended) A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound as in ~~any one of~~ Claims 1-49.

51. to 60. (Canceled)